

RESOURCES

GOVERNANCE AND BOARD DEVELOPMENT

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Appendices

Parliamentary Procedure

Based on Robert's Rules of Order (1977 Edition)

The rules of parliamentary procedure are meant to help, not hinder. Applied with common sense, they should not frustrate the meeting or entangle it in red tape. The chair should retain control, give clear explanations, and keep things as simple as possible. Adhering to protocol and agendas keeps meetings organized. A chair who maintains parliamentary rules at normal times may welcome the general recognition of rules during a stressful meeting.

When in doubt, the underlying rule is:

- Respect the wishes of the majority;
- Protect the minority;
- Do what seems fair and equitable

Responsibilities of the Chair

1. Recognize board members entitled to speak or propose motions. Note: some motions may be made while another member has the floor. Speaker must state the purpose of the interruption so the chair can rule on its validity.
2. Restate motions after they have been seconded, then open discussion.
3. Close discussion and put motions to vote. Votes on motions that are not debatable should be called immediately. Restate the motion exactly as it was made or amended before calling for a vote.
4. Announce the result of a vote immediately. A tie vote defeats a motion requiring a majority of those voting. The chair may vote to make or break a tie.
5. Avoid entering any controversy or interfering with legitimate motions.
6. Maintain order and proper procedure, making necessary rulings promptly and clearly.

7. Expedite board business in every way compatible with the rights of board members. You can allow brief remarks on motions that are not debatable, advise board members how to take action (proper motion or form of motion), or order proposed routine action without a formal vote (for example, “If there is no objection, the minutes will stand approved as read. Hearing no objection so ordered.”)

Principles of Parliamentary Law

1. Parliamentary procedure requires that all board members have equal right; there must be mutual respect among board members; and the rights of the minority to initiate motions, debate, and have their votes counted be protected, while at the same time the will of the majority governs.
2. Only one item may be under consideration at a time.
3. The majority vote decides the questions.
4. Any matter once decided cannot be brought up again at the same meeting, except by a motion to reconsider.
5. The simplest, clearest and most expeditious way is considered proper, as long as it does not violate the rights of board members.

Proposing and Disposing of a Motion

1. Gain floor by being recognized by chair.
2. State motion. (I move that...)
3. Motion can be seconded by any member without gaining floor.
4. Chair state motion (if proper) and opens it for discussion (if debatable).
5. During discussion, the motion may be amended or disposed of by postponement (to a time certain or indefinitely), referral to a committee, or tabling.
6. The chair puts the motion to a vote when there is no further discussion.
7. The chair announces the outcome of the vote.

Motions

1. **Motion to take from table** – requires second, not debatable, not amendable.
 - a. **Purpose:** To bring up for consideration an issue that has been laid on the table.
 - b. **Effect of adoption:** Puts motion before board again in exactly the same condition as when laid on table.

2. **Motion to reconsider** – requires second, debatable, not amendable.
 - a. **Purpose**: To set aside a previous vote and reconsider the question for adoption or rejection.
 - b. **Restrictions**: Used only if vote cannot be reversed with more simple procedures. Motion must be made by member who voted on the prevailing side. May not be made later than the next meeting after the vote to which it applies. If action has already been implemented, vote cannot be reversed. Motion may be made when another member has the floor, but its consideration is the same for a main motion.
 - c. **Effect of motion**: Stops any action authorized by the original vote.
 - d. **Effect of adoption**: Sets aside original vote, puts matter back to where it was just before the vote was taken.
3. **Main Motion** – requires second, debatable, amendable.
 - a. **Purpose**: To bring an issue up for consideration or action.
 - b. **Effect of adoption**: Action authorized.
4. **Motion to postpone indefinitely** – requires second, debatable, not amendable.
 - a. **Purpose**: To kill main motion without a formal vote; trial vote to test strength.
5. **Motion to amend a motion** – requires second, debatable (not debatable if motion to which it applies is not debatable).
 - a. **Purpose**: To put motion in most acceptable form before voting on it, by striking out or inserting words or substituting one paragraph or motion for another.
 - b. **Restrictions**: An amendment to a pending amendment may be proposed, but not an amendment to the third degree. Any germane amendment is in order as long as it is not identical in effect to a no vote on the main motion.
 - c. **Effect of adoption**: Changes the wording of the pending motion.
6. **Motion to refer to a committee**: requires second, debatable, amendable.
 - a. **Purpose**: To have a matter studied by a committee.
 - b. **Form**: Motion may include membership of committee and instructions to it, and may be amended with respect to these matters.
 - c. **Effect of adoption**: Disposes of motion until committee reports back or is discharged by the board.
7. **Motion to limit debate or extend limits** – requires second, not debatable, amendable.
 - a. **Purpose**: To regulate length of time a question may be discussed or length of time allotted to each speaker.
 - b. **Form**: Motion states limits and may be amended in this regard.

8. **Motion on previous question** – requires second, not debatable, not amendable.
 - a. **Purpose**: To have discussion ended immediately and a vote taken.
 - b. **Form**: May specify only the immediately pending question, of all pending questions.
 - c. **Effect of adoption**: Chair must immediately put question to a vote and allow no further discussion.
 - d. **NOTE**: This motion should not be confused with the call for the “question” which is only a suggestion that the board members are ready to vote, and may not be used to deprive any board member of the right to continue the discussion if desired.
9. **Motion to table** – requires second, not debatable, not amendable.
 - a. **Purpose**: To set matter aside temporarily. May be moved even after the previous question has been ordered.
 - b. **Effect of adoption**: Matter on table may be brought up again, but not later than the next meeting, by adoption of a main motion to take it off the table.
10. **Question of order** – no second required, decision of chair, not debatable.
 - a. **Purpose**: To ask that a rule that is being violated be observed.
 - b. **Form**: Floor is gained, even while another is talking, by stating, “Chairperson, I rise to a point of order.” Chair asks member to state point, then rules whether point is well taken. If point is accepted, Chair makes ruling. If point is not accepted, Chair overrules point of order.
11. **Division of board** – no second required, no vote necessary, not debatable, not amendable.
 - a. **Purpose**: To secure a recount of a vote by a more accurate method than originally used.
 - b. **Form**: board member, without recognition says, “I call for a division.”
12. **Appeal Chair’s decision** – requires a second, debatable (debatable if pending question is debatable. Can be laid on table, which takes the pending with it), not amendable.
 - a. **Purpose**: To overrule a decision made by the chair.
 - b. **Form**: Board member says, “Chairperson, I appeal from the decision of the chair.”
 - c. **Restrictions**: Motion must be made as soon as the decision is announced.
 - d. **Effect of adoption**: If less than majority sustain chair decision is reversed.

Board Meeting Evaluation

	O.K.	Needs Improvement	Suggestions for Improvement
1. The agenda was clear, supported by the necessary documents, and circulated prior to the meeting.			
2. All board members were prepared to discuss materials sent in advance.			
3. Reports were clear and contained needed information including future actions.			
4. We avoided getting into administrative/mgmt details and minutia.			
5. A diversity of opinions was expressed and issues dealt with in a respectful manner. Conflicts were handled right away and according to policy.			
6. The chair guided the meeting effectively and members participated responsibly.			
7. Next steps were identified and responsibility assigned.			
8. All board members were present.			
9. The meeting began and ended promptly.			
10. The meeting room was conducive to work.			
11. We enjoyed being together.			

Individual Board Member Self-Evaluation

Use the following questions for individual board member evaluation. Board members answering yes to these questions are likely to be fulfilling their responsibilities as board members. (National Center for Nonprofit Boards)

	Yes	No	Not sure
1. Do I understand and support the mission of the organization?			
2. Am I knowledgeable about the organization's programs and services?			
3. Do I follow trends and important developments related to this organization?			
4. Do I assist with fund-raising and/or give a significant annual gift to the organization?			
5. Do I read and understand the organization's financial statements?			
6. Do I have a good working relationship with the chief executive?			
7. Do I recommend individuals for service to this board and committees?			
8. Do I prepare for and participate in board meetings and committee meetings?			
9. Do I act as a good-will ambassador to the organization?			
10. Do I find serving on the board to be a satisfying and rewarding experience?			

Adapted from National Center for Nonprofit Boards

Goals Worksheet

A goal is an overarching end you wish to accomplish and is usually very broad. Objectives are the realistic, achievable means (action oriented) to reach that goal. Think of the goal as the “destination” and the objectives as roads, transportation vehicles, etc. to reach that destination.

Goals

1.

2.

3.

4.

5.

6.

Action Plan

Goal: _____

Objectives (Measurable Outcomes)	Who will Implement?	Timeline	Other Resources
1.			
2.			
3.			
4.			

5.			
6.			

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